

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF USA MOBILE)	
COMMUNICATIONS, INC. II FOR AN)	CASE NO.
ORDER AUTHORIZING THE ISSUANCE)	91-040
AND SALE OF SECURITIES)	

O R D E R

This matter arising upon petition of USA Mobile Communications, Inc. II ("USA II") filed February 25, 1991 pursuant to 807 KAR 5:001, Section 7, for confidential protection of the financial information in Exhibit A to USA II's application on the grounds that disclosure of the information is likely to cause USA II competitive injury, and it appearing to this Commission as follows:

USA II is a radio common carrier who is seeking authorization to restructure its existing debt by assuming obligations in the form and substance of certain loans and issuing to a limited number of investors notes described and defined in Exhibit A to its application. Disclosure of Exhibit A would identify the purchaser and principal amounts of the loans, the terms and maturity dates of the loans, the repayment terms of the loans, including the interest rates at which USA II is to repay the loans, the collateral which USA II will use to secure the loans, and the conditions precedent to purchase of each of the loans.

The information sought to be protected is not generally known outside of USA II's business and is not known within USA II except to those employees who have a business need to know and act upon the information. USA II seeks to protect and preserve the confidentiality of the information by all appropriate means.

807 KAR 5:001, Section 7, protects information as confidential when it is established that disclosure is likely to cause substantial competitive harm to the party from whom the information was obtained. In order to satisfy this test, the party claiming confidentiality must demonstrate actual competition and a likelihood of substantial competitive injury if the information is disclosed. Competitive injury occurs when disclosure of the information gives competitors an unfair business advantage.

The radio common carrier service market is a highly competitive industry, as evidenced by the fact that USA II has several competitors in this state. Specifically, USA II competes with PacTel Paging, American Paging, Cincinnati Bell, AA First Nationwide Pagers and A-1 Budget Electropage Systems. Disclosure of the information sought to be protected would expose USA II's competitive position in the market and enable these competitors to formulate price structures that would cause substantial damage to USA II's business. Thus, disclosure of the information is likely to cause USA II substantial competitive injury, and the information should be protected as confidential.

This Commission being otherwise sufficiently advised,

IT IS ORDERED that:

1. The financial information contained in Exhibit A to USA II's application, which USA II has petitioned be withheld from public disclosure, shall be held and retained by this Commission as confidential and shall not be open for public inspection.

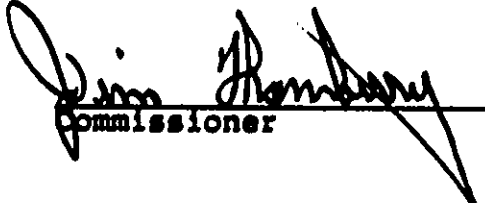
2. USA II shall, within 10 days of the date of this Order, filed an edited copy of the exhibit with the confidential material obscured for inclusion in the public record, with copies to all parties of record.

Done at Frankfort, Kentucky, this 12th day of March, 1991.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director